

EXHIBIT A

Certification of Compliance

Timothy F. Nixon
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Attorneys for Fee Examiner

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026
f/k/a General Motors Corp., <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors.	:	Honorable Robert E. Gerber
	:	
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**FEE EXAMINER'S AND GODFREY & KAHN'S CERTIFICATION OF COMPLIANCE
WITH THE AMENDED GUIDELINES, PURSUANT TO ADMINISTRATIVE ORDER
M-389, FOR THE SECOND INTERIM FEE APPLICATION OF THE FEE EXAMINER
AND GODFREY & KAHN, S.C. FOR COMPENSATION OF FEES FOR
SERVICES RENDERED FROM JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM SEPTEMBER 1, 2010 THROUGH OCTOBER 31, 2010**

I, Brady C. Williamson, hereby certify that:

1. I am a shareholder of Godfrey & Kahn, S.C. ("**Godfrey & Kahn**") and have been retained and serve as the Fee Examiner in the above-captioned matter. Godfrey & Kahn has been retained as my counsel.

2. I have reviewed the *Second Consolidated Application of Brady C. Williamson, Fee Examiner, and Godfrey & Kahn, S.C., Counsel to the Fee Examiner, for Interim Allowance of Compensation for Professional Services Rendered from June 1, 2010 Through September 30,*

2010 and Reimbursement of Actual and Necessary Expenses Incurred From September 1, 2010 Through October 31, 2010 (the “**Application**”).

3. I make this certification pursuant to Administrative Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “**Amended Guidelines**”).

4. I hereby certify that:

A. I have read the accompanying Application and each exhibit and, to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application for work I performed and expenses I incurred in the performance of my duties as Fee Examiner—and the work performed and expenses incurred by Godfrey & Kahn as my counsel—fall within the Amended Guidelines and the United States Trustee Guidelines, 28 C.F.R. Part 58, Appendix A (collectively, the “**Guidelines**”);

B. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by me and Godfrey & Kahn and generally accepted by our clients. In some instances, expenses have been billed at rates lower than generally applicable to Godfrey & Kahn clients;

C. In providing a reimbursable service, neither I nor Godfrey & Kahn makes a profit on the service, whether the service is provided by Godfrey & Kahn or through a third-party;

D. The U.S. Trustee, the counsel for each official committee, and the Debtors have all been provided with a copy of the Application at least 14 days before the date set by the court or any applicable rules for filing fee applications; and

E. I have reviewed, without charge to the estate, each and every time entry for the period from June 1, 2010 through September 30, 2010 reflected in the exhibits accompanying this Application.

Dated: Madison, Wisconsin
November 16, 2010.

GODFREY & KAHN, S.C.

By: /s/ Brady C. Williamson
Brady C. Williamson

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Fee Examiner